

## LAW OFFICES OF

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TEN POST OFFICE SQUARE SOUTH  
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(617) 728-7100

90 STATE HOUSE SQUARE  
HARTFORD, CT 06103-3702  
(860) 524-3999

4000 BELL ATLANTIC TOWER

1717 ARCH STREET

PHILADELPHIA, PA 19103-2793

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HUMAN RESOURCES

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(32-2) 535-5411

TITMUS SAINER DECHERT  
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LONDON EC4Y 1LT, ENGLAND  
(44-171) 583-5353

55 AVENUE KLEBER  
75116 PARIS, FRANCE  
(33-1) 53 65 05 00

IVAN S. DEVOREN  
Direct Dial: (215) 994-2759  
idevoren@dechert.com

January 6, 1999

VIA FEDERAL EXPRESS AND CERTIFIED MAIL - R.R.R.

Mr. William Buller - DRE-9J  
(Project Coordinator, Franklin Power Products)  
Waste, Pesticides and Toxics Division  
UNITED STATES ENVIRONMENTAL PROTECTION AGENCY  
Region 5  
77 West Jackson Boulevard  
Chicago, IL 60604-3590

Re: Franklin Power Products, Inc./Amphenol  
Franklin, Indiana  
Administrative Order on Consent  
for Corrective Measures Implementation  
IND 044 587 848

(L)

Dear Mr. Buller:

On behalf of Franklin Power Products, Inc., enclosed please find a copy of the filed and recorded deed restriction pursuant to Section VIII.D. of the above-referenced Order. Also enclosed please find a copy of a letter from Samuel S. Waldo of Amphenol to the City of Franklin Public Works Department. This letter confirms that the municipality has been put on notice to implement standard confined space entry procedures for all sewer manholes on the facility property, for storm sewer manholes at off-site locations, and for all sanitary sewer manholes at Forsythe Street. Franklin Power Products' employees do not, and have no reason to, enter the sewers on this facility or off-site. In the event of a need for such access, Franklin Power Products would call the municipality, who has already been put on notice with respect to the appropriate procedures.

Mr. William Buller - DRE-9J  
January 6, 1999  
Page 2

Please call if you have any questions.

Sincerely,

Ivan S. DeVoren

ISD:jct

Enclosure

cc: Mr. J. Michael Jarvis ✓  
Mr. Samuel S. Waldo ✓

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DEC 10 1998

**Amphenol****I.S.D.**

Amphenol Corporation

World Headquarters  
358 Hall Avenue  
P.O. Box 5030  
Wallingford, CT 06492  
Telephone (203) 265-8900

Certified Mail, Return Receipt Requested

December 8, 1998

Mr. Charles R. Littleton, Jr.  
Public Works Superintendent  
City of Franklin  
796 S. State Street  
Franklin, IN 46131

Re: Corrective Measures Implementation  
Franklin Power Products/Amphenol Corporation  
980 Hurricane Road  
IND 044 587 848

Dear Mr. Littleton:

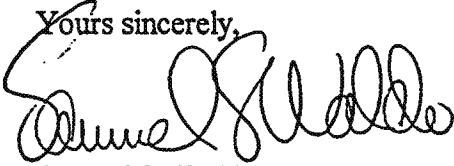
As you are aware, Amphenol, in conjunction with Franklin Power Products (FPP), the current owner of the former Bendix/Amphenol facility on Hurricane Road, has been conducting a RCRA Corrective Action Program at this site. In its Interim Final Decision which identified the selected remedy for corrective measures at the site (attached), USEPA included certain institutional controls to prevent potential contact with contaminants.

In furtherance of that decision, the Administrative Order on Consent between USEPA, FPP and Amphenol Corporation directed FPP and Amphenol to implement standard confined space entry procedures for all sewer manholes on facility property, for storm sewer manholes at all off-site locations (i.e., between the facility and the storm sewer outfall on Hurricane Creek) and for all sanitary sewer manholes on Forsythe Street. Standard confined space entry procedures as used here would consist of those requirements found in the OSHA standard for confined space entry at 29CFR1910.146 (copy attached). Because employees of the City or contractors hired by the City are most apt to enter the off-site manholes, this notice is being sent to you for your information and use.

Please note that the USEPA's requirement does **not** envision additional actions beyond those which would typically be required when entering a confined space such as a sewer manhole. Furthermore, there are **no** data which suggest that there is a problem related to site conditions in those manholes. Any potential risk associated with site conditions will be further reduced as the remedial measures are fully implemented in the coming months.

If any of the remaining remedial actions affect the current discharge to the Franklin sewer system, you will be advised as early in the process as possible. Should you have any questions regarding the above please contact me at (203)265-8760.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Samuel S. Waldo', written in a cursive style.

Samuel S. Waldo  
Director, Environmental Affairs

cc: J. M. Jarvis - FPP (w/o att)  
R. Baker - FPP (w/o att)  
W. Buller - USEPA (w/o att)  
W. Gabriel - O'Brien & Gere (w/o att)  
P. Perez, Esq - Amphenol (w/o att)  
I. DeVoren, Esq - Dechert, Price & Rhoads (w/o att)

1797-000201

1/6/99

COPY

## CORPORATE QUITCLAIM DEED

THIS INDENTURE WITNESSETH, That Franklin Power Products, Inc. ("Grantor") a corporation organized and existing under the laws of the State of Indiana QUITCLAIMS to Franklin Power Products, Inc. of Johnson County in the State of Indiana for the sum of One Dollar (\$1.00) and other valuable consideration, the receipt of which is hereby acknowledged, the following described real estate in Johnson County, Indiana:

Part of the West half of the Northwest quarter of Section 13, Township 12 North, Range 4 East of the Second Principal Meridian, in Johnson County, Indiana, described as follows:

Beginning at a point 1056 feet East and 111.5 feet South of the Northwest corner thereof; thence South 50 minutes East 1313 feet North line of Hamilton Avenue; thence West along and upon the North line of Hamilton Avenue 292.6 feet to the East line of a lot heretofore deeded to Wilma Jean Hougland. Deed Record No. 133 page 187, of Johnson County, Indiana; thence North with said East line 236 feet; thence West parallel to North line of Hamilton Avenue 140 feet; thence South parallel to West section line 96.8 feet; thence West parallel to North line of Hamilton Avenue 90.65 feet; thence South parallel to West section line 4.2 feet; thence West parallel to North line of Hamilton Avenue 175.35 feet, said point being 21 rods 15 links East of the West line of Section 13, Township 12 North, Range 4 East; thence North parallel to West section line 676 feet to the right of way line of the Franklin and Martinsville Railroad; thence Northeasterly along the right of way line of the Franklin and Martinsville Railroad 848.75 feet to place of beginning.

Commonly known as 400 North Forsythe.

The future use of the above described real estate shall be restricted to industrial/commercial use only, and shall restrict the installation of drinking water wells. Such restriction is pursuant to an Administrative Order on Consent with the United States Environmental Protection Agency (U.S. EDA Docket R8H-5-99-002). Provided however, that said restriction shall not prohibit agricultural activities in the locations which have historically been used for such purposes at said real estate.

The undersigned persons executing this deed on behalf of Grantor represent and certify that they are duly elected officers of Grantor and have been fully empowered, by proper resolution of the Board of Directors of Grantor, to execute and deliver this deed; that Grantor has full corporate capacity to convey the real estate described herein; and

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FOR THE STATE

January 6, 1999  
[Signature]

that all necessary corporate action for the making of such conveyance has been taken and done that no Indiana Gross Income Tax is due or payable with respect to the transfer of the above described real estate.

IN WITNESS WHEREOF, Grantor has caused this deed to be executed, this 30 day of December, 1998.

By: Mike Jarvis  
Mike Jarvis, President  
Franklin Power Products, Inc.

STATE OF INDIANA     )  
                                  ) SS:  
COUNTY OF JOHNSON)

Before me, a Notary Public in and for said County and State, personally appeared Mike Jarvis, President, of Franklin Power Products, Inc., who acknowledged the execution of the foregoing Deed for and on behalf of said Grantor, and who, having been duly sworn, stated that any representations therein contained are true.

WITNESS my hand and Notarial Seal this 30 day of December, 1998.

Denise A. Parsley  
Denise A. Parsley  
Notary Public Residing in  
Johnson County, Indiana

My Commission Expires:

September 4, 2000

Return to:  
Mike Jarvis  
President  
Franklin Power Products  
400 North Forsythe  
Franklin, Indiana 46131

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This Instrument Prepared By: Stephen L. Huddleston, Attorney-at-Law, Clarke House,  
98 West Jefferson Street, Post Office Box 9, Franklin, Indiana 46131.

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